

P98000093846

Steel Hector Davis
Requestor's Name

Address

City/State/Zip Phone #
Contact - Elizabeth 329-2300

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

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Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
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Examiner's Initials
T. SMITH NOV 05 1998

ARTICLES OF INCORPORATION
OF
MARR GOLF, INC.

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Article I
Name of Corporation

The name of this Florida corporation is Marr Golf, Inc. (the "Corporation").

Article II
Purpose

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

Article III
Address of Corporation

The mailing address of the Corporation is 240 Bahama Lane, Palm Beach, Florida 33480.

Article IV
Common Stock

The Corporation shall have the authority to issue 100 shares of common stock. For documentary stamp tax purposes only, the par value of the Corporation's common stock shall be \$.01 per share.

Article V
Initial Registered Agent and Office Address

The name and office address of the initial registered agent of the Corporation is: Bruce A. McAllister, Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401.

Article VI
Incorporator

The name and address of the person signing these articles of incorporation as incorporator is Bruce A. McAllister, Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401. The powers of the incorporator shall terminate on the filing of these articles of incorporation.

Article VI
Board of Directors

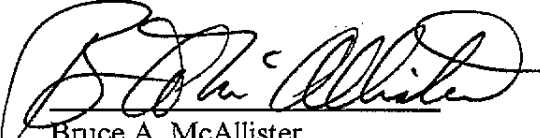
The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws. The names and address of the initial members of the Board of Directors are:

David F. Marr III
240 Bahama Lane
Palm Beach, Florida 33480

Elizabeth Hallas
240 Bahama Lane
Palm Beach, Florida 33480

Anthony Marr
240 Bahama Lane
Palm Beach, Florida 33480

The incorporator executed these Articles of Incorporation the 3rd day of November, 1998.

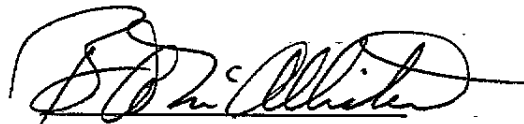

Bruce A. McAllister

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Name of Corporation: Marr Golf, Inc.

Name and Office
Address of
Registered Agent: Bruce A. McAllister
Steel Hector & Davis LLP
1900 Phillips Point West
777 South Flagler Drive
West Palm Beach, FL 33401

I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.



Bruce A. McAllister

Date: November 3, 1998

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